

**Society of American Archivists  
Council Meeting  
July 2023  
Washington, DC (Hybrid Meeting)**

**Consent Agenda: Ratify SAA Council Interim Actions  
(Prepared by Foundation & Development Manager Astoria Edwards)**

**BACKGROUND**

Current parliamentary policy agrees on validating board decisions made remotely, and ratifying the Council's online and conference-call decisions via the Consent Agenda does not conflict with any existing SAA policy.

**DISCUSSION**

Given the Executive Committee's use of an e-mail discussion list to function as a group and make decisions remotely, approving interim Executive Committee actions via the Consent Agenda contributes to streamlining the group's work and improves access to the interim decisions of SAA's elected decision-makers.

**RECOMMENDATION**

**THAT the following interim actions taken by the Executive Committee between May 5, 2023, and July 25, 2023, be ratified:**

- Elected the 3<sup>rd</sup> year Council member Jasmine Jones for the Executive Committee Member term (2023-2024). (June 16, 2022) Appendix A
- Council approved the revisions of the Committee on Ethics and Professional Conduct portion of section VII of the Governance Manual. (July 21, 2023) Appendix B
- Approved the Gift Acceptance Policy of the SAA Foundation Board (July 24, 2023) Appendix C
- Approved the codification of non-board members on SAA Foundation Committees of the SAA Foundation Board (July 24, 2023) Appendix C
- Prepared and approved one Council Exemplary Service Award to be presented at the 2023 Annual Membership Meeting in Washington, DC. (Text for these awards will be included in the July 2023 Council meeting minutes) (July 24, 2023)

**Society of American Archivists  
Selection of 2023-2024  
Executive Committee Member &  
Nominating Committee Members  
(Prepared by Astoria Edwards)**

**BACKGROUND**

According to the SAA Bylaws:

**4. EXECUTIVE COMMITTEE**

The Executive Committee of the Council shall be composed of the President, the Vice President, the Treasurer, and one councilor who shall be elected for a term of one (1) year by the nine (9) councilors at the spring meeting of the Council....

**5. ELECTION OF OFFICERS AND COUNCILORS**

A. There shall be a Nominating Committee composed of five (5) members, two (2) of whom are selected at the spring meeting of the Council from among the councilors in their second year of service and three (3) of whom have been elected by the membership.

By tradition, the Council has agreed that the two Council members who are in their second year of Council service and who are not elected to serve on the Executive Committee are selected to serve on the Nominating Committee.

The following individuals are eligible to serve on the Executive Committee and the Nominating Committee in 2023-2024:

- Stephen Curley
- Jasmine Jones
- Dominique Luster

An election for the Executive Committee member to represent the nine Council members in 2023-2024 will be conducted.

## APPENDIX B

### Interim Action

# Society of American Archivists Council Meeting July 2023

## Committee on Ethics and Professional Conduct: Proposed Update to Pertinent Portion of Governance Manual, Section VII

Prepared by: Renee James, Celeste Brewer, Dennis Riley, Ashley Williams Clawson,  
Grace Muñoz, Nikki Thomas (co-chair), Cliff Hight (co-chair)

The [Committee on Ethics and Professional Conduct \(CEPC\) portion](#) of Section VII of the Governance Manual was last updated in May 2014. Given the importance of regular reviews, as well as developments in the profession, Renee James led a CEPC review during 2022-2023. CEPC completed the review in June 2023 and seek SAA Council approval of the proposed changes.

### BACKGROUND

The Governance Manual provides foundational guidance to various SAA groups, and these bodies benefit from having information reflecting current processes and conveying accurate purposes and activities. Given the eight-plus years since the last revisions, CEPC believed it was time to review the document.

### DISCUSSION

In examining the document, CEPC recognized the work of the committee has developed in ways that are not present in it, as well as some changes in processes that did not appear. As a result, CEPC has added and/or updated verb usage and other descriptions to reflect current activities, as well as clarified appointment processes to reflect current methods. Finally, SAA has added Early-Career Members and released a Statement on Diversity, Equity, and Inclusion, so CEPC wanted to reflect those elements in its governance. The pages following this report provides three versions of the document:

1. Existing wording of the guidance.
2. Track Changes version showing recommended edits.
3. Clean version with edits incorporated.

### RECOMMENDATION

THAT the SAA Council adopts the proposed revisions to the CEPC portion of Section VII of the Governance Manual.

**Support Statement:** SAA supports members by helping them become ethical archival workers, and the CEPC is a main vehicle for that assistance. These proposed updates will accurately reflect the essential work of this committee and communicate to membership what they can expect from the CEPC.

**Impact on Strategic Priorities:** These changes would improve CEPC's alignment with each of the goals outlined in the [current strategic plan](#), and especially 1.4, 2.2, 2.3, 2.4, 3.1, 3.2, 4.1, and 4.3.

**Fiscal Impact:** The only discernible fiscal impact will be the staff time necessary to incorporate the edits in the manual and reflect them online.

## QUESTIONS FOR DISCUSSION

The main questions for discussion likely will revolve around the accuracy of the proposed changes, as well as the benefits gleaned from the added text.

## Committee on Ethics and Professional Conduct (current version)

### I. Purpose

The Committee on Ethics and Professional Conduct addresses issues related to ethical and professional conduct within the archival profession. CEPC facilitates, as needed, the creation and promotion of education and outreach resources relating to the *Code of Ethics for Archivists* and the *Core Values of Archivists* statement and periodically reviews each document for currency.

### II. Committee Selection, Size, and Length of Terms

The Committee on Ethics and Professional Conduct consists of six members appointed by the SAA vice president for staggered three-year terms. In consultation with the senior co-chair, the SAA vice president appoints a junior co-chair from among the rising second-year committee members each year for a two-year term, so that the terms of the two co-chairs are staggered.

### III. Duties and Responsibilities

1. The committee recommends to the Council updates to the *Code of Ethics for Archivists* and *Core Values of Archivists* when these are made necessary by changes in laws governing recordkeeping, copyright, or other pertinent subjects, or by changes in professional procedures and practices.
2. The committee periodically conducts a complete review of the *Code of Ethics for Archivists* and *Core Values of Archivists* to ensure that *ad hoc* changes have not compromised its internal consistency and the document as a whole continues to

meet the needs of the profession. It recommends to the Council revisions as necessary.

3. The committee monitors the rise of new ethical and professional conduct issues due to societal, legal, or judicial and technological developments.
4. The committee solicits or creates case studies and other educational materials in a variety of formats to promote understanding and utilization of the *Code of Ethics for Archivists* and *Core Values of Archivists*, and works with SAA staff members to make these available in appropriate ways.
5. The committee reviews its charge every two years and works with its Council liaison to propose any necessary changes for approval by the Council.

#### **IV. Reporting Procedures**

CEPC reports to the Council and works closely with its Council liaison, the President, and the Executive Director to ensure that it is responsive to the Council's needs. The co-chairs are responsible for submitting an annual report to the Council, and may also submit items for Council action or discussion and feedback as necessary. The co-chairs also are responsible for ensuring that minutes of CEPC meetings are prepared and posted on the CEPC's SAA-hosted website to inform SAA members of its activities and comply with SAA's record-keeping requirements.

*Last Revised: June 2009; May 2014*

#### **Committee on Ethics and Professional Conduct (edited version)**

##### **I. Purpose**

The Committee on Ethics and Professional Conduct ([CEPC](#)) ~~advocates for and~~ addresses issues related to ethical and professional conduct within the archival profession. CEPC ~~supports and promotes~~~~facilitates, as needed,~~ the creation ~~and promotion~~ of education and outreach resources ~~and programming~~ relating to the *Code of Ethics for Archivists* and the *Core Values of Archivists* statement and periodically reviews each document for currency.

##### **II. Committee Selection, Size, and Length of Terms**

The ~~CEPC~~~~Committee on Ethics and Professional Conduct~~ consists of six members appointed by the SAA vice president for staggered three-year terms. ~~Typically, two members are appointed annually. Two of the six members serve as co-chairs during their last two years on the committee.~~ In consultation with the ~~senior~~ co-chairs, the SAA vice president appoints a junior co-chair from among the rising second-year committee members each year for a two-year term, so that the terms of the two co-chairs are staggered. ~~Additionally, an Early-Career Member will serve a one-year term. The co-chairs work with SAA personnel to select this member from the applicants.~~

### III. Duties and Responsibilities

1. The committee recommends to the Council updates to the *Code of Ethics for Archivists* and *Core Values of Archivists* when these are made necessary by changes in laws governing recordkeeping, copyright, or other pertinent subjects, or by changes in professional procedures, ~~and~~ practices, and concerns.
2. The committee periodically (at least every five (5) years) conducts a complete review of the *Code of Ethics for Archivists* and *Core Values of Archivists* to ensure that *ad hoc* changes have not compromised its internal consistency and the document as a whole continues to meet the needs of the profession. It recommends to the Council revisions as necessary.
- ~~2-3.~~ The committee upholds, promotes, and advocates for broader and more meaningful adoption of ethics across the archives profession as outlined in the SAA Statement on Diversity, Equity, and Inclusion.
- ~~3-4.~~ The committee monitors and advises on the rise of new ethical and professional conduct issues due to societal, legal, ~~or~~ judicial, and/or technological developments.
- ~~4-5.~~ The committee solicits or creates case studies, outreach programming, and other educational materials in a variety of formats to promote understanding and utilization of the *Code of Ethics for Archivists* and *Core Values of Archivists*, and works with SAA staff members to make these available in appropriate ways.
- ~~5-6.~~ The committee reviews its charge every two years and works with its Council liaison to propose any necessary changes for approval by the Council.

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### IV. Reporting Procedures

CEPC reports to the Council and works closely with its Council liaison, the President, and the Executive Director to ensure that it is responsive to the Council's needs. The co-chairs are responsible for submitting an annual report to the Council, and may also submit items for Council action or discussion and feedback as necessary. The co-chairs also are responsible for ensuring that minutes of CEPC meetings are prepared and posted on the CEPC's SAA-hosted website to inform SAA members of its activities and comply with SAA's record-keeping requirements.

*Last Revised: June 2009; May 2014; July 2023*

## **Committee on Ethics and Professional Conduct (clean version with edits)**

### **I. Purpose**

The Committee on Ethics and Professional Conduct (CEPC) advocates for and addresses issues related to ethical and professional conduct within the archival profession. CEPC supports and promotes the creation of education and outreach resources and programming relating to the *Code of Ethics for Archivists* and the *Core Values of Archivists* statement and periodically reviews each document for currency.

### **II. Committee Selection, Size, and Length of Terms**

The Committee on Ethics and Professional Conduct consists of six members appointed by the SAA vice president for staggered three-year terms. Typically, two members are appointed annually. Two of the six members serve as co-chairs during their last two years on the committee. In consultation with the chairs, the SAA vice president appoints a junior co-chair from among the rising second-year committee members each year for a two-year term, so that the terms of the two co-chairs are staggered. Additionally, an Early-Career Member will serve a one-year term. The co-chairs work with SAA personnel to select this member from the applicants.

### **III. Duties and Responsibilities**

1. The committee recommends to the Council updates to the *Code of Ethics for Archivists* and *Core Values of Archivists* when these are made necessary by changes in laws governing recordkeeping, copyright, or other pertinent subjects, or by changes in professional procedures, practices, and concerns.
2. The committee periodically (at least every five (5) years) conducts a complete review of the *Code of Ethics for Archivists* and *Core Values of Archivists* to ensure that *ad hoc* changes have not compromised its internal consistency and the document as a whole continues to meet the needs of the profession. It recommends to the Council revisions as necessary.
3. The committee upholds, promotes, and advocates for broader and more meaningful adoption of ethics across the archives profession as outlined in the [SAA Statement on Diversity, Equity, and Inclusion](#).
4. The committee monitors and advises on the rise of new ethical and professional conduct issues due to societal, legal, or judicial, and/or technological developments.
5. The committee solicits or creates case studies, outreach programming, and other educational materials in a variety of formats to promote understanding and utilization of the *Code of Ethics for Archivists* and *Core Values of Archivists*, and works with SAA staff members to make these available in appropriate ways.
6. The committee reviews its charge every two years and works with its Council liaison to propose any necessary changes for approval by the Council.

### **IV. Reporting Procedures**

CEPC reports to the Council and works closely with its Council liaison, the President, and the Executive Director to ensure that it is responsive to the Council's needs. The co-chairs are responsible for submitting an annual report to the Council, and may also submit items for Council action or discussion and feedback as necessary. The co-chairs also are responsible for ensuring that minutes of CEPC meetings are prepared and posted on the CEPC's SAA-hosted website to inform SAA members of its activities and comply with SAA's record-keeping requirements.

*Last Revised: June 2009; May 2014; July 2023*



**Society of American Archivists  
Council Meeting  
May 18-19, 2023  
Chicago, Illinois (Hybrid Meeting)**

**Governance Working Group Report  
(Prepared by: Bob Clark, Chair)**

The SAA Foundation Governance Working Group (GWG) was established by the SAA Foundation Board in September 2022, with its purpose, responsibilities, and scope of work articulated [in a charging document adopted by the Board](#).

The GWG comprises the following SAA Foundation Board members: Bob Clark (Chair), Sharmila Bhatia, Natalie Bauer, Jessica Chapel, and Elizabeth Myers.

## BACKGROUND

As previously reported, given the importance of the work assigned to the group, the GWG will strive to complete most of its work within two (2) years rather than the full three (3) years as provided for in the Board's charging document. The goal is to provide the SAA Foundation Board with a regular flow of recommendations for action throughout the two years. The third year will be reserved for addressing additional items of concern that surface during the first two years of work.

Consistent with this approach, the GWG is providing three proposals for discussion and action at the May 2023 SAA Foundation Board meeting:

## DISCUSSION

1. **Codification of Non-Board Member on SAA Foundation Committees.** The GWG charging document instructed the group to “codify non-board positions on committees”. As is more fully explained in the provided Memorandum, which has undergone legal review by SAA Foundation's outside counsel, the GWG has determined that the current use of non-Board members on Board-created committees is not permitted under SAA Foundation's Articles of Incorporation and current Bylaws because the use of non-Board members was not expressly authorized as required by Illinois law. Indeed, the Bylaws are not just silent on the subject; they expressly state that those appointed to the committee are to be “members of the Board”. Appendix A to the memorandum includes “before and after amendment” of representation of SAA Foundation Bylaws Section 5.14 for easier comparison.

**RECOMMENDATIONS:** As more fully explained in the Memorandum provided, the SAA Foundation Board should recommend to the SAA Council (as SAA Foundation’s sole corporate member) the following actions: (1) **approve an amendment of Section 5.14 of the SAA Foundation Bylaws to expressly authorize the use of Non-Board members on SAA Foundation committees**, and (2) **following the amendment of the Bylaws, the SAA Foundation Board should adopt a resolution ratifying the prior actions of any committee that included the previously unauthorized non-Board members**. Proposed language for the recommended amendment to the Bylaws and for the recommended resolution ratifying prior actions of committees are included in the Memorandum.

2. **Gift Acceptance Policy**: The GWG’s charging document specifically directs the group to “develop a description for a Gift Acceptance Committee” and to “define roles of Board Chair and Executive Director and staff in regard to interactions with major donors/major gift prospects and potential grant funders.”

After due consideration, the GWG determined that the best course of action was to develop an overall Gift Acceptance Policy that establishes a Gift Acceptance Committee and provides general guidance for the acceptance of non-traditional gifts or donations made to SAA Foundation for the benefit of any of its programs. A proposed Gift Acceptance Policy is being provided for the Board’s consideration.

It was further determined that the best approach to defining roles for interactions with major donors/major gifts prospects would be to delegate responsibility to the Gift Acceptance Committee to work with SAA’s Executive Director and staff to develop procedures for accepting and administering the various possible types of gifts. The GWG believes that the SAA Foundation staff and the Gift Acceptance Committee are better positioned and have more expertise, experience, and access to legal and financial advice to develop such procedures than the GWG.

The GWG also determined that the issue of the solicitation, receipt, and management of grant funding by the SAA Foundation is a separate and distinct issue from that of gift acceptance. So, the issue of grants will be examined separately by the GWG as part of its continued work.

**RECOMMENDATION: Review and recommend to SAA Council (as SAA Foundation’s sole corporate member) that it approves the proposed Gift Acceptance Policy that establishes a Gift Acceptance Committee, provides general guidelines for the acceptance of non-traditional gifts or donations to the SAA Foundation, and authorizes the committee to work with SAA staff and Executive Director to develop specific procedures for accepting gifts.**

**Impact on Strategic Priorities:** The proposed recommendations will assist the SAA Foundation in achieving its Strategic Goal 3: Strengthening Governance and Infrastructure by establishing and clarifying the numbers and roles of Non-Board Members on SAA Foundation committees (SAA Foundation Strategic Goal 3.2.2), by clarifying gift acceptance policies (SAA Foundation Strategic Goal 3.1.2, and by reviewing the structure and responsibilities of the Nominating Committee (SAA Foundation Strategic Goal 3.2.1).

**Fiscal Impact:** There is no adverse fiscal impact on the Foundation or SAA from the proposed recommendations. The proposal to adopt a Gift Acceptance Policy and establish a Gift Acceptance Committee may result in a positive fiscal impact on SAA Foundation because of the clarity the policy provides around accepting large and nontraditional gifts.

# Appendix A

## Memo of Non-Board Members

**TO:** SAA Foundation Board of Directors

**FROM:** SAAF Governance Working Group (Clark, Bhatia, Bauer, Chapel, and Myers)

**DATE:** April 13, 2023

**RE:** Recommendations for the Codification of Non-Board Members on SAAF Committees

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The Governance Working Group (GWG) of the SAA Foundation was established by the SAAF Board in September 2022. Among the many issues the GWG was charged with reviewing was the need to “codify non-board positions on committees”. This memorandum discusses this issue and recommends actions for the SAAF Board to consider.

### **Issue Presented:**

The SAA Foundation lacks a formal codification or schema around the service and use of non-Board members on SAA Foundation committees.

The SAA Foundation Bylaws empower the SAA Foundation’s Board of Directors to “create one (1) or more Board committees *and appoint members of the Board* to serve on the committee or committees”. SAAF Bylaws, Sec. 5.14 (emphasis mine).

The SAA Foundation currently does its work through six active committees created by separate actions of the Board which set the purpose and membership of each committee: Development, Finance, Grant Review, Nominating, Annual Meeting Award, and NDRFA Grant Review. Three of the six committees were authorized by the Board to have a designated number of non-Board members: Development (3), Grant Review (1), and NDRFA’s Review Committee (5).

There currently is no provision in the SAA Foundation Articles of Incorporation or Bylaws that addresses the use of non-Board members on Board committees. Given that the section of the Bylaws quoted above directs that the Board of Directors is to “appoint members of the Board” to Board committees, it is arguable that the current presence of non-Board members on committees is unauthorized by the SAA Foundation Bylaws.

The next steps, then, are to (1) determine whether the use of non-Board members on Board-created committees is permitted under Illinois law (the SAA Foundation is an Illinois not-for-profit corporation), and (2) propose a schema for the use of non-Board members on SAA

Foundation committees that is consistent with the Foundation's mission and values and that could be considered and adopted by the SAA Foundation Board as an amendment to the Bylaws.

**Analysis:**

Neither the Articles of Incorporation nor the Bylaws of the SAA Foundation include any provisions for the use of non-Board members on Board-created committees. Therefore, we must turn to Illinois not-for-profit corporation law to determine if such action is permissible.

The Illinois General Non For Profit Corporation Act of 1986, 805 ILCS 105, Article 8: Directors and Officers, states the following:

(805 ILCS 105/108.40) (from Ch. 32, par. 108.40)

Sec. 108.40. Committees.

(a) *If the articles of incorporation or bylaws so provide*, a majority of the directors may create one or more committees and appoint directors *or such other persons as the board designates*, to serve on the committee or committees. *Each committee shall have two or more directors, a majority of its membership shall be directors*, and all committee members shall serve at the pleasure of the board. However, **committees appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors.**(emphasis mine)

Thus, the Illinois Not For Profit Corporation Act permits the use of non-Board members under the following conditions:

1. The articles of incorporation or the bylaws must expressly provide for it.
2. Each committee must have at least two or more members AND a majority of the committee members MUST be directors.
3. The only exception to the majority-director rule is a committee appointed by the board or otherwise permitted by the bylaws related to the nomination and election of directors. This single-purpose committee may be composed entirely of non-directors. This exception is not relevant to the current discussion.

As a result, it is our opinion that the current use of non-Board members on Board-created committees is not permitted under SAAF's Articles of Incorporation and current Bylaws because the use of non-Board members was not expressly authorized as required by Illinois law. Indeed, the Bylaws are not just silent on the subject, they expressly state that those appointed to committee are to be "members of the Board".

The Bylaws should be amended as soon as possible to permit the continued use of non-Board members, and a simple formula should be adopted to uniformly govern the ratio of Board members to non-Board members of all Board-created committees. Creating a formal pathway for

non-Board members' participation on SAAF committees is consistent with SAA and SAAF's values in that it will develop professional skills, spark interest in future Board service, and expand access to participation in SAA and SAA component groups. We also believe that there may be circumstances where a non-SAA member's expertise could be useful to a committee's work, so persons outside of SAA should be able to serve on committees.

### **Recommendations:**

That the following actions be considered by the SAA Foundation Board:

**Recommendation 1: Amend Section 5.14 of the SAA Foundation Bylaws to read as follows (additions in ***bold underlined italics***; deletions have ~~strike through~~). Please note the proposed changes also include the replacement of the gendered word "chairmen" with "chair".**

**Section 5.14 Committees.** The Board of Directors may create one (1) or more Board committees and appoint members of the Board ***and other persons (non-Board members)*** to serve on the committee or committees, ***except for the Executive Committee which must be composed entirely of members of the Board.***

5.14.1 Appointment and Term. Except where otherwise specified, all committee chair~~men~~ and committee members shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Committee appointments shall be made annually, except as otherwise determined by the Board.

***5.14.2 Non-Board Members on Committees. With the exception of the Executive Committee, every Board-created committee shall be composed of two or more Directors of the Board, and any number of non-Board members whose expertise or service on the committee would be useful as determined by the Board, provided that at all times the number of Board members constitutes a majority of those persons serving on the committee. A person need not be a member of the Society of American Archivists in order to serve on a committee as a non-Board member.***

5.14.23 Meetings, Quorum and Action. A committee, by majority vote of its members, shall fix the time and place of meetings and the notice required therefor (if any). Reasonable notice of the meetings of any committee shall be given to the President, who shall have the right to attend and participate in the deliberations of the committee. The President or the committee chair~~man~~ may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of those members of any committee who are present at a meeting at which a quorum exists shall be the action of the committee. Each committee shall record minutes of its deliberations, recommendations and actions, which shall be reported to the full Board of Directors at its next regularly scheduled meeting.

5.14.34 Authority and Restrictions. Except for the Executive Committee, all committees shall function in an advisory capacity in relation to the Board of Directors, and no committee (other than the Executive Committee) shall have the authority to bind the Corporation or otherwise to act in the place of the Board.

5.14.X5 Executive Committee. The Executive Committee shall consist of the officers of the Corporation, plus one (1) additional voting Board member appointed by the Board. The Executive Committee shall have the authority to act on behalf of the Board in conducting the affairs of the Corporation between meetings of the Board of Directors; *provided, however,* that the Executive Committee shall not exercise any the following powers:

5.14.X5.1 Authorize Distributions. Adopt or authorize a plan for the distribution of the assets, or for the dissolution, of the Corporation;

5.14.X5.2 Board Vacancies. Fill vacancies on the Board or any of its committees;

5.14.X5.3 Officers/Directors and Compensation. Elect or remove any officer or director or fix the compensation of any director or officer of the Corporation;

5.14.X5.4 Bylaws. Adopt, amend or repeal these Bylaws or the Corporation's Articles of Incorporation;

5.14.X5.5 Issuance of Membership. Authorize or approve the issuance of a membership or determine the designation, relative rights, preferences, and limitations of membership;

5.14.X5.6 Merger. Approve a plan of merger or consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or

5.14.X5.7 Resolution of Board of Directors. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors.

**Recommendation 2: Given that the prior inclusion of non-Board members was not authorized by the SAA Foundation's Articles of Incorporation or Bylaws, we recommend that the SAAF Board – following the amendment of the Bylaws as recommended above – adopt a resolution ratifying the prior actions of any committee that included the previously unauthorized non-Board members. Proposed language is offered below:**

Resolved, that any and all actions taken by Board-created committees whose membership included non-Board members prior to the amendment to the SAA Foundation Bylaws authorizing the committee service of non-Board members are hereby ratified and confirmed by the SAA Foundation Board of Directors.

**Section 5.14 of SAAF Bylaws as Currently Written:**

**Section 5.14 Committees.** The Board of Directors may create one (1) or more Board committees and appoint members of the Board to serve on the committee or committees.

5.14.1 Appointment and Term. Except where otherwise specified, all committee chairmen and committee members shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Committee appointments shall be made annually, except as otherwise determined by the Board.

5.14.2 Meetings, Quorum and Action. A committee, by majority vote of its members, shall fix the time and place of meetings and the notice required therefor (if any). Reasonable notice of the meetings of any committee shall be given to the President, who shall have the right to attend and participate in the deliberations of the committee. The President or the committee chairman may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of those members of any committee who are present at a meeting at which a quorum exists shall be the action of the committee. Each committee shall record minutes of its deliberations, recommendations and actions, which shall be reported to the full Board of Directors at its next regularly scheduled meeting.

5.14.3 Authority and Restrictions. Except for the Executive Committee, all committees shall function in an advisory capacity in relation to the Board of Directors, and no committee (other than the Executive Committee) shall have the authority to bind the Corporation or otherwise to act in the place of the Board.

5.14.4 Executive Committee. The Executive Committee shall consist of the officers of the Corporation, plus one (1) additional voting Board member appointed by the Board. The Executive Committee shall have the authority to act on behalf of the Board in conducting the affairs of the Corporation between meetings of the Board of Directors; *provided, however,* that the Executive Committee shall not exercise any the following powers:

5.14.4.1 Authorize Distributions. Adopt or authorize a plan for the distribution of the assets, or for the dissolution, of the Corporation;

5.14.4.2 Board Vacancies. Fill vacancies on the Board or any of its committees;

5.14.4.3 Officers/Directors and Compensation. Elect or remove any officer or director or fix the compensation of any director or officer of the Corporation;

5.14.4.4 Bylaws. Adopt, amend or repeal these Bylaws or the Corporation's Articles of Incorporation;

5.14.4.5 Issuance of Membership. Authorize or approve the issuance of a membership or determine the designation, relative rights, preferences, and limitations of membership;



5.14.4.6 Merger. Approve a plan of merger or consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or

5.14.4.7 Resolution of Board of Directors. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors.

The Executive Committee shall provide timely communication and consultation with the Board of Directors between meetings. The Executive Committee shall provide input to the Corporate Member in connection with the annual performance review of the Executive Director of the Corporation.

**Section 5.14 of SAAF Bylaws as to be Amended (changes are highlighted in grey):**

**Section 5.14 Committees**. The Board of Directors may create one (1) or more Board committees and appoint members of the Board and other persons (non-Board members) to serve on the committee or committees, except for the Executive Committee which must be composed entirely of members of the Board.

5.14.1 Appointment and Term. Except where otherwise specified, all committee chairs and committee members shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Committee appointments shall be made annually, except as otherwise determined by the Board.

5.14.2 Non-Board Members on Committees. With the exception of the Executive Committee, every Board-created committee shall be composed of two or more Directors of the Board, and any number of non-Board members whose expertise or service on the committee would be useful as determined by the Board, provided that at all times the number of Board members constitutes a majority of those persons serving on the committee. A person need not be a member of the Society of American Archivists in order to serve on a committee as a non-Board member.

5.14.3 Meetings, Quorum and Action. A committee, by majority vote of its members, shall fix the time and place of meetings and the notice required therefor (if any). Reasonable notice of the meetings of any committee shall be given to the President, who shall have the right to attend and participate in the deliberations of the committee. The President or the committee chairman may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of those members of any committee who are present at a meeting at which a quorum exists shall be the action of the committee. Each committee shall record minutes of its deliberations, recommendations and actions, which shall be reported to the full Board of Directors at its next regularly scheduled meeting.

5.14.4 Authority and Restrictions. Except for the Executive Committee, all committees shall function in an advisory capacity in relation to the Board of Directors, and no committee (other

than the Executive Committee) shall have the authority to bind the Corporation or otherwise to act in the place of the Board.

5.14.5 Executive Committee. The Executive Committee shall consist of the officers of the Corporation, plus one (1) additional voting Board member appointed by the Board. The Executive Committee shall have the authority to act on behalf of the Board in conducting the affairs of the Corporation between meetings of the Board of Directors; *provided, however*, that the Executive Committee shall not exercise any the following powers:

5.14.5.1 Authorize Distributions. Adopt or authorize a plan for the distribution of the assets, or for the dissolution, of the Corporation;

5.14.5.2 Board Vacancies. Fill vacancies on the Board or any of its committees;

5.14.5.3 Officers/Directors and Compensation. Elect or remove any officer or director or fix the compensation of any director or officer of the Corporation;

5.14.5.4 Bylaws. Adopt, amend or repeal these Bylaws or the Corporation's Articles of Incorporation;

5.14.5.5 Issuance of Membership. Authorize or approve the issuance of a membership or determine the designation, relative rights, preferences, and limitations of membership;

5.14.5.6 Merger. Approve a plan of merger or consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or

5.14.5.7 Resolution of Board of Directors. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors.

The Executive Committee shall provide timely communication and consultation with the Board of Directors between meetings. The Executive Committee shall provide input to the Corporate Member in connection with the annual performance review of the Executive Director of the Corporation.

# Appendix B

## Gift Acceptance Policy

### Overview

The Society of American Archivist Foundation (SAAF), a non-profit organization organized under the laws of the State of Illinois and a 501(c)(3) organization under the Internal Revenue Code, promotes and supports the charitable and educational initiatives of its sole corporate member, the Society of American Archivists. This policy establishes a Gift Acceptance Committee and provides general guidance for accepting non-traditional gifts or donations made to SAAF to benefit any of its programs.

### SAAF Mission

SAAF is the nation's leading source of nonprofit funding dedicated to the interests of archives and archivists. It raises money to provide resources to enhance the work and welfare of the archival community in all its diversity through research grants, scholarships, and recognition of excellence in the field.

### General Guidance for Gift Acceptance

SAAF will solicit or accept unrestricted gifts and gifts for restricted programs and purposes, provided that such gifts and their donors are not inconsistent with the mission, values, and purposes of SAAF and the Society of American Archivists. SAAF reserves the right to refuse a gift, and it will not accept gifts that are too restrictive in purpose or that appear to require more cost than benefit.

SAAF accepts direct gifts of cash, in-kind goods, publicly traded securities, and gifts made by bequest or beneficiary designation. Certain types of *non-traditional* gifts, as defined in this policy, must be reviewed by the Gift Acceptance Committee prior to acceptance due to the special burdens or liabilities they may pose for SAAF.

When considering whether to accept gifts, SAAF will consider the following factors:

- *Values*—whether the acceptance of the gift compromises any of the core values of SAAF and its sole corporate member, the Society of American Archivists.
- *Compatibility*—whether there is compatibility between the intent of the donor and SAAF's use of the gift.
- *Public Relationships*—whether acceptance of the gift may damage the reputation of SAAF or its sole corporate member, the Society of American Archivists.
- *Primary Benefit*—whether the primary benefit is to SAAF versus the donor.
- *Consistency*—whether acceptance of the gift is consistent with prior practice.
- *Form of Gift*—whether the gift is offered in a form that SAAF can use without incurring substantial expense or difficulty.
- *Effect on Future Giving*—whether the gift will encourage or discourage future gifts.

Other conditions of giving:

- Unrestricted gifts are preferred over restricted gifts.
- There is no minimum gift amount for donations by cash, credit card, or check.

- All checks shall be made payable to “Society of American Archivists Foundation”.
- All securities will be sold immediately upon receipt into SAAF’s account.
- Associated expenses of gifts made to SAAF are to be borne by the donor.

### **Gift Acceptance Committee**

A Gift Acceptance Committee is established and shall be composed of the following members:

- President, Society of American Archivists Foundation
- Vice President, Society of American Archivists Foundation
- Chair, Development Committee, Society of American Archivists Foundation
- President, Society of American Archivists
- Vice President/President-Elect, Society of American Archivists
- Treasurer, Society of American Archivists
- Executive Director, Society of American Archivists & *Ex Officio* SAAF Board Member

The Gift Acceptance Committee shall be responsible for determining whether to solicit, accept, or reject all *non-traditional* gifts from external sources, defined as:

- publicly traded securities,
- U.S. bonds,
- cash, personal property, or in-kind contributions valued over \$25,000,
- any other type of non-cash gifts,
- gifts of any type or size that are restricted or structured in such a way as to place administrative or legal burdens on the SAAF or the Society of American Archivists, and
- gifts from donors or sources (particularly corporate entities) that may not align with the core mission, values, and purposes of SAAF or the Society of American Archivists.

The SAAF Board President and the Executive Director of the Society of American Archivists are designated as the two members of the Gift Acceptance Committee authorized, jointly or separately, to represent the Gift Acceptance Committee and the SAAF Board when soliciting non-traditional donations or negotiating with donors of non-traditional gifts as defined by this policy.

The Gift Acceptance Committee is authorized to collaborate with the Executive Director and staff of the Society of American Archivists to develop procedures for the receipt and administration of gifts and donations to SAAF.

### **Approval**

SAA Foundation’s Board has approved this Gift Acceptance Policy of Directors. The Board will regularly review and must approve any changes to or deviations from this policy.